Delaware Division of Corporations 401 Federal Street – Suite 4 Dover, DE 19901

Phone: 302-739-3073 Fax: 302-739-3812

Certificate of Conversion from a Corporation to a Limited Liability Company

Dear Sir or Madam:

Enclosed please find a form for a certificate of conversion from a Corporation to a Limited Liability Company. The fee to file the Certificate of Conversion is \$90.00 for a 1 page document. Please submit the filing with 1 cover sheet with conversion first. The fee for filing the Certificate of Formation is \$90.00. You will receive a stamped "filed" copy of your document. If you would like a certified copy it will be an additional \$60.00. (\$30.00 for the Conversion and \$30.00 for the Formation) Expedited services are available please contact our office concerning these fees. Also, please contact our Franchise Tax Department for applicable Franchise Taxes that may be due. Please make your check payable to "Delaware Secretary of State".

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State Division of Corporations

Rev 08/05

STATE OF DELAWARE CERTIFICATE OF CONVERSION FROM A CORPORATION TO A LIMITED LIABILITY COMPANY PURSUANT TO SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT

| 1.) The name of the corporation immediately prior to filing this Certificate is |
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| 2.) The date the Certificate of Incorporation was filed on is |
| 3.) The original name of the corporation as set forth in the Certificate of |
| Incorporation is 4.) The name of the limited liability company as set forth in the formation is |
| <u> </u> |
| 5.) The conversion has been approved in accordance with the provisions of Section 18-214. |
| |
| By:Authorized Person |
| Name: |
| Print or Type Signature |